

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

GENTRIFICATION VENTURES, L.L.C.

Name of Transferee

GOLDMAN SACHS LENDING PARTNERS LLC

Name of Transferor

Name and Address where notices to transferee should be sent:

Gentrification Ventures, L.L.C.
P.O. Box 7235
New York, NY 10150
debt@gentrificationventures.net

with a copy to:

Kara Scheinmann Katz
Mandel, Katz & Brosnan LLP
The Law Building
210 Route 303
Valley Cottage, NY 10989
Telephone: (845) 639 7800
Facsimile: (845) 639 7850
kkatz@mkblp.com

Court Claim # (if known): 11019

Amount of Claim: \$46,412,023.52

Amount of Claim to be transferred: \$37,800,000.00

Date Claim Filed: September 9, 2009

Name and Address of Transferor:

GOLDMAN SACHS LENDING PARTNERS LLC
200 West Street
New York, NY 10282
ATTN: Dennis M. Lafferty

****PLEASE SEE ATTACHED DOCUMENTS****

Name and Address where transferee payments should be sent (if different from above): N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

GENTRIFICATION VENTURES, L.L.C.

By: Kara Scheinmann Katz
Name: Kara Scheinmann Katz

Title: Authorized Signatory

Date: June 13, 2011

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EXHIBIT A

Proof of Claim

United States Bankruptcy Court/Southern District of New York
Lehman Brothers Holdings Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5076
New York, NY 10150-5076

In Re: Chapter 11
Lehman Brothers Holdings Inc., et al. Case No. 08-13555 (JMP)
Debtors (Jointly Administered)
Name of Debtor Against Which Claim is Held Case No. of Debtor
LEHMAN BROTHERS HOLDINGS INC. 08-13555

PROOF OF CLAIM

UNIQUE IDENTIFICATION NUMBER: 1000221578

Filed: USBC - Southern District of New York
Lehman Brothers Holdings Inc., Et Al.
08-13555 (JMP) 0000011019

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)

Name and address of Creditor (and name and address where notices should be sent if different from Creditor)

LBH (CREDITOR.DBF.CREDNUM)CREDNUM # 1000221578*****
INTESA SANPAOLO SPA
ATTN: MR. MARIO FIORENZO BONA
DOCUMENTATION UNIT
VIA CERNIAIA 8/10
20121 MILAN
ITALY

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim
Number: _____
(if known)

Filed on: _____

Telephone number:

Email Address:

Name and address where payment should be sent (if different from above)

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

Telephone number: 02-87864123

Email Address: MARIO.BONA@INTESA.SANPAOLO.IT

1. Amount of Claim as of Date Case Filed: \$46,412,023.52 PLUS INTEREST AND LEGAL EXPENSES TO BE DETERMINED
If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete Item 6.

☒ Check this box if all or part of your claim is based on a Derivative Contract.*
☒ Check this box if all or part of your claim is based on a Guarantee.*

*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.

☒ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is based on a Derivative Contract or Guarantee.

2. Basis for Claim: GUARANTEE TO THE ISDA A DATED AS OF AUGUST 4th 1995 ENTERED INTO WITH LB SPECIAL FINANCING INC AND UNDERLYING TRANSACTIONS
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account as:
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other

Describe:

Value of Property: \$ _____ Annual Interest Rate: _____ %
Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____
Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim:

- ☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
☐ Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
☐ Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).
☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().

Amount entitled to priority:

\$ _____

FOR COURT USE ONLY

FILED / RECEIVED

SEP 09 2009

EPIQ BANKRUPTCY SOLUTIONS, LLC

INTESA SANPAOLO SpA.
DIREZIONE RECUPERO CREDITI

Signature: The person filing this claim must sign it. Sign and print name of the creditor or other person authorized to file this claim and state address and telephone number of the person at the address above. Attach copy of power of attorney, if any.

Mario Bona
00144 - Roma

HANDED REVERVED

ONFLIGHT COURIERS INTERNATIONAL EXPRESS COURIERS		BIFA OnFlight Couriers Ltd. 12 Willow Street London EC2A 4BH Tel: 0845 274 4444 Fax: 0845 274 7777 Web: www.onflightcouriers.co.uk Email: info@onflightcouriers.co.uk		AIRWAY BILL No. 362354	
DATE 8/9/09	ACCOUNT No. 05	SHIPPER'S REF. No.	WEIGHT 0.5	VAT-Reg. No. 836 0790 18 PIECES (No of pieces) 12	
FROM (SHIPPER)		TO (CONSIGNEE)			
VAT NO.		CONSIGNEE TEL. No.			
ALL BUSINESS IS TRANSACTED IN ACCORDANCE WITH BIFA 2005 STANDARD TRADING CONDITIONS - A COPY OF WHICH IS AVAILABLE UPON REQUEST.		DATE 9/9/09			
DESCRIPTION OF GOODS		UK TIMED SERVICES <input type="checkbox"/> 9 AM <input type="checkbox"/> 10.30 AM <input type="checkbox"/> 12.00 PM <input type="checkbox"/> STANDARD FOR INTERNATIONAL TIMED SERVICES CALL FOR QUOTATION			
SPECIAL INSTRUCTIONS		VOLUMETRIC WEIGHT			
SHIPPER'S SIGNATURE		PRINT NAME		RECEIVERS SIGNATURE	
DRIVERS SIGNATURE COLLECTED BY		PRINT NAME		DRIVER SIGNATURE	

RECEIVED BY:

[Signature]

EXHIBIT B

Evidence of Transfer from Transferor to Transferee

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: Goldman Sachs Lending Partners LLC

Goldman Sachs Lending Partners LLC, a limited liability company ("Seller"), with offices at 200 West Street, New York, NY 10282, ATTN: Dennis M. Lafferty, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Gentrification Ventures, L.L.C., all of Seller's right, title and interest in and to its \$37,800,000.00 allowed claim (the "Allowed Claim Amount") against LEHMAN BROTHERS HOLDINGS INC. (and its affiliates), originally owned and filed by Intesa Sanpaolo S.p.A., and originally docketed as Proof of Claim No. 11019 in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Allowed Claim Amount as an unconditional sale and Purchaser herein as the valid owner of the Allowed Claim Amount. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Allowed Claim Amount to Purchaser.

IN WITNESS WHEREOF, dated as of the 13th day of June, 2011.

WITNESS:

John Perone
(Signature)

Name: John Perone
Title: _____
(Print name and title of witness)

Goldman Sachs Lending Partners LLC

By: Ivan Anderson
(Signature of authorized corporate officer)

Ivan Anderson
Authorized Signatory

WITNESS:

(Signature)

Name: _____
Title: _____
(Print name and title of witness)

Gentrification Ventures, L.L.C.

By: _____
(Signature of authorized signatory)

Name: Kara Scheinmann Katz
Title: Authorized Signatory
Tel.: _____

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: Goldman Sachs Lending Partners LLC

Goldman Sachs Lending Partners LLC, a limited liability company ("Seller"), with offices at 200 West Street, New York, NY 10282, ATTN: Dennis M. Lafferty, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Gentrification Ventures, L.L.C., all of Seller's right, title and interest in and to its \$37,800,000.00 allowed claim (the "Allowed Claim Amount") against LEHMAN BROTHERS HOLDINGS INC. (and its affiliates), originally owned and filed by Intesa Sanpaolo S.p.A., and originally docketed as Proof of Claim No. 11019 in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Allowed Claim Amount as an unconditional sale and Purchaser herein as the valid owner of the Allowed Claim Amount. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Allowed Claim Amount to Purchaser.

IN WITNESS WHEREOF, dated as of the 15th day of June, 2011.

WITNESS:

(Signature)

Name: _____
Title: _____
(Print name and title of witness)

Goldman Sachs Lending Partners LLC

By: _____
(Signature of authorized corporate officer)

Name: Dennis M. Lafferty
Title: Managing Director
Tel.: +1 212 902 1820

WITNESS:

Sulan Chan
(Signature)

Name: Sulan Chan
Title: _____
(Print name and title of witness)

Gentrification Ventures, L.L.C.

By: Kara S. Katz
(Signature of authorized signatory)

Name: Kara Scheinmann Katz
Title: Authorized Signatory
Tel.: _____